

**BERKSHIRE WIND POWER COOPERATIVE CORPORATION**

**BOARD OF DIRECTORS MEETING**

**WAKEFIELD MUNICIPAL GAS & LIGHT DEPARTMENT  
480 NORTH AVENUE  
WAKEFIELD, MA**

**JUNE 26, 2018  
10:00 AM**

**REGULAR SESSION**

**MINUTES**

**1. CALL TO ORDER**

Chairman Driscoll declared a quorum present and called the Regular Session of the Berkshire Wind Power Cooperative Corporation Board of Directors Meeting to order at 10:02 AM.

Those present:

**BOARD OF DIRECTORS**

John Driscoll, Templeton; Peter Dion, Wakefield; Glenn Trueira, Peabody; Sean Hamilton, Sterling and *via telephone* Ronald C. DeCurzio, MMWEC.

**MEMBERS**

None.

**OTHERS**

Nicholas J. Scobbo, Jr., Clerk and Tammy Kane, Recording Secretary, Ferriter Scobbo & Rodophele PC; Brian Quinn, Director, Engineering & Generation Assets, MMWEC; and Matthew Ide, Executive Director – Energy & Financial Markets, MMWEC.

**2. APPROVAL OF AGENDA**

A motion to approve the Agenda was made by Dion and seconded by Hamilton and it was unanimously voted to approve the Agenda as presented.

**3. APPROVAL OF MINUTES**

Scobbo stated that when he compiled the February 22, 2018 Board of Directors' meeting minutes, he toned down the concerns Trueira voiced at the meeting, but Scobbo wants to

ensure the April 24, 2018 Executive Session Minutes accurately reflect Trueira's concerns. Scobbo stated that Board Members should read the April 24, 2018 Executive Session Minutes carefully to ensure they accurately reflect the meeting. Scobbo e-mailed the draft April 24, 2018 Executive Session Minutes to the Board of Directors on June 22, 2018.

A motion to approve the Minutes of April 24, 2018 was made by Dion and seconded by DeCurzio and it was unanimously voted to approve the Regular Session Minutes of April 24, 2018.

#### **4. OPERATIONS REPORT**

Quinn briefly reviewed the Berkshire Wind Participants Update dated June 2018. The Capacity Factor for May, 2018 was 29.7%. This is slightly below average Capacity Factor of 30.8% since COD for the month of May. The year to year to date Capacity Factor is 37.3%. GE completed the annual spring maintenance. Borescope inspections revealed no major issues needing immediate repair or no new blade damage since leading edge repair work began last fall. In July, 2018 blade repair work will start on the remaining turbines and will continue until all the turbines have been repaired. The CMS vibration system is functioning properly.

Quinn briefly discussed the frequency of transfer trips and MMWEC's discussions with Eversource. Quinn reported significant progress in addressing the issues causing the trips. Previously if the guard signal was lost for as little as one second it created an automatic trip of the entire wind park, causing all turbines to drop off service, resulting in costly downtime. Eversource agreed to change the current Special Operating Guidelines to bring up the loss of guard signal to at least 15 seconds and possibly 30 seconds. This will be very helpful from an equipment perspective. Hamilton wanted to clarify whether the trip is after 15 seconds now but going up to 30 seconds. Quinn replied no. The trip occurred as little as one second and now it will go to 15 seconds and maybe even 30 seconds before tripping. Driscoll asked if we go to 16 seconds will the facility still trip. Quinn replied no. If the facility passes 15 seconds and goes to 16 seconds there will be a controlled shutdown of the facilities, that will allow power to remain in the towers and remotely start the machines up. The big advantage of the new approach is not getting that crash of all turbines and the complete loss of power. This was a favorable resolution for the Cooperative. This change should occur in early summer or fall. MMWEC is working with GE and RFL to complete the engineering portion of these changes. There was a brief discussion regarding the transfer trips. Hamilton asked if its's worth getting a price for fiber because fiber would give the Cooperative full control in the future. Quinn stated he can look into it and report back. Driscoll stated it doesn't matter, it would take years, its academic. Scobbo stated what he learned in working with Eversource on the Partridge issue is that Eversource follows many protocols and procedures and checks all of the boxes, and if fiber is not in the tariff, Eversource won't allow it. The Eversource tariff requires a copper telephone line, not fiber. So, it will be difficult to change to fiber.

#### **5. OTHER**

Scobbo told the Board a vote is needed to amend the Power Sales Contract between the Cooperative and MMWEC. Under the Power Sales Contract, the Cooperative sells all output to MMWEC and then MMWEC sells to all Members their *pro rata* share of power under the Power Purchase Agreements. The amendment is needed to allow MMWEC to purchase the Phase 2 output from the Cooperative and sell it to the Phase 2 Participants. In response to a question by

Dion, Scobbo stated that if a Phase 3 is built, another amendment would be required. Scobbo had sent the draft vote to Dion to circulate to the Board. The draft vote was briefly discussed and all were in agreement the Second Amendment was necessary.

Whereupon A motion was made by Hamilton and seconded by Dion for the Cooperative to adopt the Second Amendment to the Power Sales Contract between MMWEC and the Cooperative to allow new Members into the Cooperative so they may participate in Phase 2 and it was unanimously voted:

VOTE 18-01: That the Board of Directors finds that it is in the best interests of the Berkshire Wind Power Cooperative Corporation ("Cooperative") to amend the Berkshire Wind Power Sales Contract between the Cooperative and MMWEC dated May 21, 2008, as amended on June 30, 2009, for purposes of amending provisions therein to reflect the additional megawatts added as Phase 2 of the Berkshire Wind Power Facility and the new members of the Cooperative;

That the Board of Directors hereby ratifies and confirms the actions taken previously by the Cooperative's Chairman of the Board to execute and deliver, on behalf of the Cooperative, the Second Amendment to Berkshire Wind Power Sales Contract, a copy of which has been presented to this meeting and made a part of the records of this meeting;

That the Board of Directors hereby authorizes the Cooperative's officers and agents to cause the Cooperative to perform its obligations under the Second Amendment to Berkshire Wind Power Sales Contract;

That the Board of Directors hereby authorizes the Cooperative's Chairman of the Board to take any other actions or execute any other documents, including future amendments to the Berkshire Wind Power Sales Contract, deemed reasonable or necessary to carry out the purposes of this Vote; and

That the Board of Directors hereby ratifies and confirms any other actions previously taken by the Cooperative's Chairman or General Counsel that are consistent with the purposes of this Vote.

## **6. EXECUTIVE SESSION**

A motion was made by Hamilton and seconded by Driscoll to enter into Executive Session for purposes of discussing, the potential purchase, exchange or lease of real property, trade secrets and confidential, corporate-sensitive information where the corporation has determined disclosure will have an adverse effect on the corporation's ability to conduct its business with respect to competitors, to discuss strategy with respect to litigation and to reconvene the Board of Directors Meeting into Regular Session at the conclusion of the Executive Session for purposes of adjournment.

On the basis of a roll-call vote as follows:

DeCurzio	"aye"
Dion	"aye"
Driscoll	"aye"
Hamilton	"aye"
Trueira	"aye"

The Board of Directors entered Executive Session at 10:26 AM.

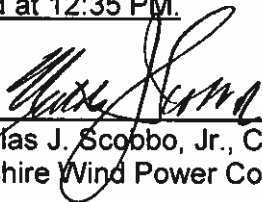
The Regular Session of the Board of Directors meeting reconvened at 12:34 PM.

#### 8. ADJOURNMENT

All business having been concluded, a motion was made by Hamilton and seconded by Dion to adjourn the Berkshire Wind Power Cooperative Corporation Board of Directors meeting.

Chairman Driscoll declared the Berkshire Wind Power Cooperative Corporation Board Directors meeting adjourned at 12:35 PM.

ATTEST:

  
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Nicholas J. Scobbo, Jr., Clerk  
Berkshire Wind Power Cooperative Corporation